

EXHIBIT C
9/28/12 SPANSKI DECLARATION
CASE NO. 12-4175-WHP

Re:

From: **Nunzio Castellano** (nucastel@gmail.com)
 Sent: Wed 8/17/11 2:10 PM
 To: Dylan Bates (dylan_bates@hotmail.com)

I would bring up the fact that him having the subscribers already makes this deal that much more attractive for him. I'm not sure what he is making on each sub with the other providers, but this will give him the opportunity to solidify himself, PolTV (and TVP) as the only iptv platform of the foreseeable future, and build the subscriber base from his own source(s). On top of it EuroVu and TPC, Inc., will still be receiving their royalty amounts per the original agreement. A true opportunity to double dip that he will not have elsewhere. Just think about if he were going to do this on his own...he would be able to acquire the content? Please. Everyone hates him and is scared of him. Be careful going back and forth with this guy over email, however. I have seen conversations go sideways before. I will put some more thought into it...let me know if you want to brainstorm at all.

Nunzio

On Wed, Aug 17, 2011 at 1:58 PM, Dylan Bates <dylan_bates@hotmail.com> wrote:

Would love to know how u would respond? I need to find a solution ASAP

Date: Wed, 17 Aug 2011 13:56:06 -0500
 Subject: Re: FW:
 From: nucastel@gmail.com
 To: dylan_bates@hotmail.com

Hmmm. Still pushing for subscribers for equity/capital. Immediately referencing the proposed "buy out." Tough. Let me know how you reply and where this goes.

Best of Luck...

Nunzio

On Wed, Aug 17, 2011 at 1:49 PM, Dylan Bates <dylan_bates@hotmail.com> wrote:

From: spanski@tvp Polonia.com
 To: dylan_bates@hotmail.com
 Subject: RE:
 Date: Wed, 17 Aug 2011 13:11:59 -0500

Dylan, it was good talking with you yesterday, even though I would prefer for you to have ALL your affairs not requiring your divestment from TVPol, it is what it is.

Wanted to ask you one issue which must be raised in view of potential transaction as below. Where will TVPol option to acquire stand? As we both know, it was you on whom Tony relied in funding potential

acquisition of my Polish content distribution companies, and in view of your diminish interest it is unlikely that it will materialize. I will appreciate how do you foresee this issue.

On the other hand, I believe that TVPol may require direct action to boost subscribers, and this can only be accomplished via migrating existing subs to TVPol. As discussed, I am ready and willing to provide TVPol with subs data, but as per our chat during Marriott meeting, it will call for adequate compensation which you suggested may be in equity versus cash.

From my perspective, if I would provide TVPol with let's say 5,000 subscribers, the value of such a transaction would be in 20 million range (last Time Warner Cable acquisition values cable subscriber at \$4,400) which in my view would call for some substantial equity in TVPol and Intercom Ventures (as TVPol does NOT have currently sufficient equity to cover 20m), as in your valuation the whole TVPol is at the most valued at 10m.

Accordingly, if I would be buying your 35% at the price you expect, I need to understand what will be the benefit for me of such a transaction?

Frankly, I believe that the best solution to generate revenues for you, and thus make your equity stake truly attractive is to ensure 5k subscribers plus, and this can be done the way I described above.

We both know that Tony, Drilon and Co. will have come to terms that their equity in TVPol and IV will not be sustainable if they wish to move quickly achieving respectable sub numbers.

I guess you will have to convince them to exchange substantial equity in various of their entities in exchange for subs.

Concluding, it is my believe that would TVPol would "spit money" you would not be interested in divesting of your interest. They are behind due to most of Polish subscribers being to some degree "satisfied" with what they have. It will take DIRECT approach to each and every subscriber to offer them the better, TVPol solution, and TVPol to get there needs subscriber list, which I can provide under circumstances as above. It seems like a vicious circle but that what it is.

Let me know what you think.

Cheers,

Bob

From: Dylan Bates [mailto:dylan_bates@hotmail.com]

Sent: Wednesday, August 17, 2011 11:35 AM

To: B.M. Bob Spanski

Subject:

Bob, good afternoon. Nice catching up yesterday (albeit interrupted a few times with the connection). As I indicated, I have a lot going on right now that I'm trying to work through. From family issues to core business issues, I am at a point where I need to re-prioritize and simplify some of my involvement in various ventures. Therefore, I am presenting an opportunity as briefly outlined during our discussion yesterday. I will give you a quick run-down of my current investment in PolTV and then give you my thoughts on the deal structure I have in mind.

Unredacted version to be filed under seal pursuant to Protective Order.

1. My interests in PolTV are held in DBPol, a Delaware LLC that was set up to hold my membership interest
2. I have 35% membership interest in PolTV
3. I have committed [REDACTED] thus far to the project
4. I have committed to funding the project up to the [REDACTED] mark
5. I negotiated the following risk premium for all dollars invested; 50% on all \$\$'s invested. i.e. if I invest [REDACTED] total, I will realize [REDACTED] in return for this investment; the splits are as follows; once free cash flow distributions begin, DBPol receives 90% of all distributions until distributions bring the capital investment figure down to [REDACTED] (DBPol would be receiving 90% of the first approx [REDACTED] to be distributed), DBPol then receives 75% of all distributions until all invested capital is returned to DBPol, thereafter the splits go to 50/50% until the 50% risk premium is paid to DBPol, thereafter, DBPol receives 35% of all future distributions respective of the membership interest in PolTV.
6. There are currently 6000 STB's (value of approx \$600,000) in inventory.
7. DBPol is the manager of PolTV until all invested dollars are returned.

There are a number of positives on the immediate horizon that I am confident will spike the subscription base. The platform is solid, the channel lineup continues to improve, the operations team is doing a nice job in preparation for a spike in subs and there is a nice infrastructure in place. While there are all of these positive indicators, the reality is that the business will need an additional \$500,000-\$1,000,000 to make it 'over the hump'. The cash flow numbers can obviously be laid out for you upon request so that you can have a clear picture of monthly expenditures and expected subscriber numbers/revenue. The cash flow characteristics/margins in this business are extremely attractive once you reach the tipping point (approx 5500 subs).

I would be willing to sell my interest in DBPol at par to my invested dollars (i.e. [REDACTED] invested dollars at time of our deal, [REDACTED] would be the number for DBPol). I would be forgoing the risk premium dollars [REDACTED] with this arrangement. The reason that I am willing to do this would be due to the fact that there is an add-on investment need in the \$500,000-\$1,000,000 range. Depending on the timing of an agreement between you and I, we would obviously need to make the necessary adjustments to the numbers (i.e. the add-on dollars would most likely be lower as I am committed up to the [REDACTED] mark - this additional commitment is how I was able to get my percentage to 35% vs. the 25%).

I view you as the logical acquirer of DBPol due to your longstanding and tremendously successful history with Polish content and feel this may be a good fit. I would also entertain the concept of staying involved on a diluted basis (as I do feel that I can bring some unique business acumen to the table). However, in the effort to clear my plate of most of my side investments and focus on family/core business, I would prefer to divest my interest to a strategic partner at this time.

I think PolTV has a tremendously positive future, and I may end up

regretting this if we are able to come to an agreement. However, I have to tend to personal matters that trump future possibilities at this time. I would be happy to discuss any and all of the above at your request.

Take care and I look forward to hearing your thoughts.

Kind Regards, Dylan

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